

HEARING DATE: January 5, 2006 at 10:00 a.m.
RESPONSE DEADLINE: December 30, 2005 at 4:00 p.m.

LATHAM & WATKINS LLP
885 Third Avenue
New York, New York 10022-4802
Telephone: (212) 906-1200
Robert J. Rosenberg (RR-9585)
Mitchell A. Seider (admitted *pro hac vice*)
Mark A. Broude (MB-1902)
Email: robert.rosenberg@lw.com
mitchell.seider@lw.com
mark.broude@lw.com

Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**NOTICE OF HEARING ON APPLICATION OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ORDER AUTHORIZING AND APPROVING
EMPLOYMENT AND RETENTION OF STEVEN HALL & PARTNERS AS
COMPENSATION AND EMPLOYMENT AGREEMENT ADVISOR,
NUNC PRO TUNC TO NOVEMBER 7, 2005**

PLEASE TAKE NOTICE that a hearing (the "Hearing") on the Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the Employment and Retention of Steven Hall & Partners as Compensation and Employment Agreement Advisor, Nunc Pro Tunc to November 7, 2005 (the "Application"), filed by the Official Committee of Unsecured Creditors (the "Committee") appointed in the chapter 11 cases of Delphi Corporation, et al. (collectively, the "Debtors"), will be held before the Honorable

Robert D. Drain on January 5, 2006 at 10:00 a.m. (Eastern Time), or as soon thereafter as counsel may be heard, in the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Customs House, One Bowling Green, New York, 10004-1408 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that responses or objections to the Application, if any, must comply with the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, must be set forth in writing describing the basis therefore, and must be filed with the Bankruptcy Court electronically in accordance with General Order M-242, as amended by General Order M-269, by registered users of the Court's electronic case filing system (the Users' Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on a 3-1/2 inch computer diskette, preferably in Portable Document Format (PDF), or in any other Windows-based word processing format (with a hard copy delivered directly to Chambers). Any such responses or objections must be served in accordance with the Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007 and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, and (III) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e), entered by the Court in these cases on October 14, 2005, upon each of the following: (i) counsel to the Committee, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022, Attn.: Robert J. Rosenberg; (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn.: Alicia M. Leonard; (iii) counsel to the Debtors, Skadden, Arps, Slate & Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Attn.: John Wm. Butler Jr., (iv) special counsel to the

Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022, Attn.: Douglas Bartner, (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn.: Marissa Wesley, and (vi) counsel for the agent under the Debtors' proposed postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, NY 10017, Attn.: Marlane Melican, in each case so as to be received no later than 4:00 p.m. (prevailing Eastern Time) on December 30, 2005 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court during the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter a final order granting the Application without further notice.

Dated: December 2, 2005
New York, New York

LATHAM & WATKINS LLP

By: /s/ Robert J. Rosenberg
Robert J. Rosenberg (RR-9585)
Mitchell A. Seider (admitted *pro hac vice*)
Mark A. Broude (MB-1902)
885 Third Avenue, Suite 1000
New York, New York 10022
Telephone: (212) 906-1200

Attorneys for the Official Committee of
Unsecured Creditors

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New York, New York 10022-4802
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
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Debtors.)	
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**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND
RETENTION OF STEVEN HALL & PARTNERS AS COMPENSATION AND
EMPLOYMENT AGREEMENT ADVISOR,
NUNC PRO TUNC TO NOVEMBER 7, 2005**

The Official Committee of Unsecured Creditors appointed in these chapter 11 cases (the “Committee”), hereby applies (the “Application”) to the Court for entry of an order authorizing and approving the employment and retention of Steven Hall & Partners, LLC (“Steven Hall”), as compensation and employment agreement advisor for the Committee, nunc pro tunc to November 7, 2005, pursuant to sections 328, 504 and 1103 of Title 11, United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) and Rules 2014, 2016 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). In support hereof, the Committee relies upon the Affidavit of Pearl Meyer attached hereto as Exhibit A and incorporated herein by

reference (the “Meyer Affidavit”), sworn to on December 1, 2005. In further support hereof, the Committee respectfully represents as follows:

BACKGROUND

1. On October 8, 2005 (the “Petition Date”), thirty-nine of the above-captioned debtors (the “Debtors”) filed with this Court voluntary petitions for relief under chapter 11 of Title 11 of the United States Code, as amended (the “Bankruptcy Code”). On October 14, 2005, three additional Debtors filed voluntary petitions. The Debtors are continuing in possession of their property and are operating their businesses, as debtors-in-possession, pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On October 17, 2005, the Office of the United States Trustee appointed the Committee, which consists of the following members: (i) Electronic Data Systems Corp, (ii) General Electric Company, (iii) Flextronics International Asia-Pacific, Ltd, (iv) International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America (the “IUE-CWA”), (v) Capital Research and Management Company, (vi) Wilmington Trust Company, as Indenture Trustee, and (vii) Freescale Semiconductor, Inc. On November 7, 2005, the Creditors’ Committee determined to retain Steven Hall as its compensation and employment agreement advisor.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief sought herein are sections 328, 504 and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014, 2016 and 5002.

RELIEF REQUESTED AND REASONS THEREFOR

5. Pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code, the Committee seeks to employ and retain Steven Hall as its compensation and employment agreement advisor, subject to entry of an order approving such employment and retention, for the purpose of advising and supporting the Committee with respect to compensation and employment issues in this bankruptcy proceeding.

THE RETENTION OF STEVEN HALL

6. The Committee respectfully submits that it is necessary and appropriate for it to employ and retain Steven Hall to provide, among other things, the following services:

- (a) assist and advise the Committee with respect to all compensation and employment issues arising in or relating to these chapter 11 cases;
- (b) advise the Committee in analyzing the Debtors' various employment agreements;
- (c) advise the Committee in its analysis of the Debtors' past, current or proposed salary, benefits and compensation programs;
- (d) advise the Committee in analyzing the Key Employee Compensation Program ("KECP") and/or long term incentive plans for Debtors' employees;
- (e) advise the Committee in reviewing the Debtors' past, current or proposed severance programs;
- (f) assist and advise the Committee in preparing expert reports and provide testimony relating to the Debtors' officer, director or employee compensation (including the KECP), benefits and severance programs, and employment agreements;
- (g) advise the Committee in reviewing the retention and compensation of new members of the Debtors' senior management;
- (h) provide any necessary expert testimony on compensation and employment issues, as requested by the Committee; and
- (i) perform any necessary litigation support in support of any of the foregoing, as requested by the Committee.

7. The Committee selected Steven Hall based upon, among other things, Steven Hall's considerable experience and knowledge on matters of compensation and employment, including in chapter 11 bankruptcy cases. The Committee believes that Steven Hall is well qualified to advise and assist it in these chapter 11 cases and requests that the Court approve such retention. Steven Hall's principal role in these cases will be to advise and assist the Committee with regard to the Debtors' proposed KECP. Steven Hall will also advise the Committee on other employment or compensation matters as the Committee determines to be necessary or appropriate.

8. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by Steven Hall in these cases be paid as administrative expenses of the Debtors' estates pursuant to sections 328(a), 330(a), 331, 503(b), 507(a)(1) and 1103(a) of the Bankruptcy Code. Subject to this Court's approval, Steven Hall will charge for its services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to sections 328(a), 1103(a) and 330 of the Bankruptcy Code. The current hourly rates charged by Steven Hall for professionals are \$125-\$950. These hourly rates are based upon the professionals' level of experience, and are subject to periodic adjustment to reflect economic and other conditions. The professional who will primarily render services in these cases is Pearl Meyer, Senior Managing Director. Ms. Meyer's correct billing rate is \$950 per hour. The Committee submits that Steven Hall's rates are reasonable and should be approved by the Court, subject to a determination of the amounts to be paid to Steven Hall upon application for allowance. Steven Hall will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services described above. Steven Hall will make appropriate applications to this Court for

compensation and reimbursement of out-of-pocket expenses in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the District of the Southern District of New York (the "Local Rules") and any applicable orders or procedures fixed by this Court.

9. Committee further requests that Steven Hall be indemnified as follows:

Steven Hall, together with its owners, employees and agents (the "Indemnified Parties") shall be indemnified for all costs, damages and liabilities (including reasonable attorney's fees and costs), relating to or arising as a result of this engagement unless such cost(s), damages or liabilities are the result of its willful misconduct or gross negligence. Steven Hall has agreed that the aforementioned indemnification shall be subject to the following limitations:

- a) All requests of Steven Hall for payment of indemnity claims shall be made by means of a fee application (interim or final as the case may be) and shall be subject to review by this Court to ensure that payment of any such indemnity claims conform to the terms of this Application and is reasonable based on the circumstances of the litigation or settlement in respect of which such indemnity is sought.
- b) In no event shall Steven Hall or any of the Indemnified Parties be indemnified if a court determines by a final order that such claim for indemnification arose out of Steven Hall's or such Indemnified Party's own bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct.
- c) In the event that Steven Hall seeks reimbursement for attorneys' fees from the Debtors pursuant to this Application, the invoices and supporting time records from such attorneys shall be included in Steven Hall's own fee applications (both interim and final), and such invoices and time records shall be subject to the Office of the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of this Court under the standards of sections 330 and 331 of the Bankruptcy Code without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

10. The Steven Hall professional who will be primarily active in these cases is Pearl Meyer, Senior Managing Director. Mrs. Meyer has more than 30 years experience serving as an advisor to Boards and senior management on issues of executive and Board compensation. Mrs. Meyer is a co-founder of Steven Hall, and was previously co-founder of Pearl Meyer & Partners. Mrs. Meyer has helped clients develop many executive compensation programs and arrangements. Mrs. Meyer has served as an expert witness in executive compensation litigation, including chapter 11 bankruptcies, and has also advised various stakeholders in bankruptcy cases. Mrs. Meyer is a noted speaker, writer and commentator on compensation issues. She is regularly quoted by major news organizations, and she frequently contributes to business periodicals and lectures. In addition to Mrs. Meyer, it will be necessary during the course of these cases for other Steven Hall professionals to provide services to the Committee.

11. Neither Steven Hall nor any of its partners and associates, insofar as the Committee has been able to ascertain, represent any interest adverse to the Debtors, their estates or their creditors in the matters upon which Steven Hall is to be engaged. As set forth in the Meyer Affidavit, Steven Hall is a “disinterested person,” as the Committee understands this term is defined, pursuant to sections 101(14) and 101(31), as modified by section 1103(b), of the Bankruptcy Code.

12. The Committee believes that Steven Hall’s professionals have no connection with the Debtors and their creditors, except as otherwise set forth in the Meyer Affidavit. However, Steven Hall is a firm with a national practice, and may be engaged or may have been engaged by certain of the Debtors’ creditors, equity holders, related parties or other parties in interest in matters unrelated to these cases, as set forth in greater detail in the Meyer Affidavit.

13. Because employment and compensation issues will likely be very significant to the Committee during these cases, the Committee believes that the employment of Steven Hall to provide the services described above is appropriate and in the best interests of the Debtors' estates and their creditors.

14. Since the Committee retained the services of Steven Hall on November 7, 2005, and Steven Hall immediately began to provide necessary services to the Committee at the Committee's request and direction, the Committee requests that the Court enter an order authorizing Steven Hall's retention nunc pro tunc to November 7, 2005.

15. No prior application for the relief requested herein has been made by the Committee to this or any other court.

WAIVER OF MEMORANDUM OF LAW

16. Because the relevant facts and law with respect to the relief requested in this Application are detailed herein, the Committee respectfully requests that the Court waive the requirement that the Committee file a separate memorandum of law in support of the Application. The Committee reserves the right to file a brief in reply to any objection to this Application.

NOTICE

17. No trustee or examiner has been appointed in the Debtors' chapter 11 cases. Notice of this Motion has been provided in accordance with the Order Under 11 U.S.C. § 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (i) Omnibus Hearing Dates, (ii) Certain Notice, Case Management, and Administrative Procedures, and (iii) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Committee submits that no further notice is necessary.

WHEREFORE, the Committee respectfully requests the entry of an order (i) authorizing and approving the retention and employment by the Committee of the firm Steven Hall as its compensation and employment agreement advisor, with compensation and reimbursement of expenses to be paid as an administrative expense in such amounts as may be allowed by this Court pursuant to sections 330, 503(b) and 507(a)(1) of the Bankruptcy Code; and (ii) granting such other and further relief as this Court deems just and proper.

Dated: New York, New York
December 2, 2005

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF DELPHI CORPORATION, ET AL.**

By: Flextronics International Asia – Pacific, Ltd.

By: /s/ Terry Zale

Name: Terry Zale

Date: December 1, 2005

By: Capital Research & Management Company

By: /s/ David Daigle

Name: David Daigle

Date: December 1, 2005

Exhibit A

LATHAM & WATKINS LLP

885 Third Avenue
New York, New York 10022-4802
Telephone: (212) 906-1200
Robert J. Rosenberg (RR-9585)
Mitchell A. Seider
Mark A. Broude (MB-1902)
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mitchell.seider@lw.com
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Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
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**AFFIDAVIT OF PEARL MEYER OF STEVEN HALL & PARTNERS
PURSUANT TO SECTIONS 329, 504 AND 1103 OF THE BANKRUPTCY CODE AND
RULES 2014 AND 2016 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

PEARL MEYER, being duly sworn, deposes and says:

1. I am Senior Managing Director of the firm Steven Hall & Partners, LLC (“Steven Hall”), which maintains offices at 645 Fifth Avenue, Sixth Floor, New York, New York 10022-5910. I am familiar with the matters set forth herein and submit this Affidavit in support of the annexed application (the “Application”) for an order authorizing the retention of Steven Hall as compensation and employment agreement advisor for the official committee of unsecured creditors appointed in the above-captioned cases (the “Committee”), pursuant to sections 328

and 1103 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), and to comply with sections 329, 504 and 1103 of the Bankruptcy Code and Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

SERVICES TO BE RENDERED BY STEVEN HALL

2. The Committee has requested, and Steven Hall has agreed to provide, among other things, the following services:

- (a) assist and advise the Committee with respect to all compensation and employment issues arising in or related to these chapter 11 cases;
- (b) advise the Committee in analyzing the Debtors’ various employment agreements;
- (c) advise the Committee in its analysis of the Debtors’ past, current or proposed salary, benefits and compensation programs;
- (d) advise the Committee in analyzing the Key Employee Compensation Program (“KECP”) and/or long term incentive plans for Debtors’ employees;
- (e) advise the Committee in reviewing the Debtors’ past, current or proposed severance programs;
- (f) assist and advise the Committee in preparing expert reports and provide testimony relating to the Debtors’ officer, director or employee compensation (including the KECP), benefits and severance programs, and employment agreements;
- (g) advise the Committee in reviewing the retention and compensation of new members of the Debtors’ senior management;
- (h) provide any necessary expert testimony on compensation and employment issues, as requested by the Committee; and
- (i) perform any necessary litigation support in support of any of the foregoing, as requested by the Committee.

3. Based upon, among other things, Steven Hall's considerable experience and knowledge in matters of compensation and employment agreements, I believe that Steven Hall is well-qualified to advise the Committee in these chapter 11 cases.

**STEVEN HALL IS NOT PRECLUDED FROM BEING RETAINED
IN THESE CASES**

4. To the best of my knowledge and information, neither I nor Steven Hall are insiders of the Debtors. Except as set forth below, neither I nor Steven Hall hold directly any claim, debt or equity security of the Debtors.

5. Steven Hall is not and has not been an investment banker for any outstanding security of the Debtors.

6. To the best of my knowledge and information, Steven Hall has not been, within three years of the date of the filing of the Debtors' respective petitions, an investment banker for a security of the Debtors, or an attorney for such an investment banker in connection with the offer, sale or issuance of a security of the Debtors.

7. To the best of my knowledge and information, no member of Steven Hall has been, within two years from the date of the filing of the Debtors' petitions, a director, officer or employee of the Debtors or of an investment banker as specified in subparagraph (B) or (C) of 11 U.S.C. § 101(14).

8. To the best of my knowledge and information, Steven Hall does not have any interest materially adverse to the interests of the Debtors' estates, or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or an investment banker, as specified in subparagraph (B) or (C) of 11 U.S.C. section 101(14), or for any other reason.

9. Steven Hall is not currently engaged by the Debtors, or to the best of my knowledge and information, any of their affiliates, partners or subsidiaries, and Steven Hall will not undertake engagement by the Debtors or any of their affiliates, partners or subsidiaries during the chapter 11 proceedings. Moreover, except as otherwise set forth herein, Steven Hall will not undertake engagement by any party other than the Committee in connection with the Debtors' chapter 11 proceedings.

10. To the best of my knowledge and information, Steven Hall neither holds nor represents any interest materially adverse to the Committee, the Debtors, their creditors or other parties in interest, or such parties' respective attorneys and professionals in these chapter 11 cases. Based upon information available to me, I believe that Steven Hall is a "disinterested person" within the meaning of the Bankruptcy Code.

ENGAGEMENT BY PARTIES IN INTEREST

11. In preparing this Affidavit, I submitted to Steven Hall's computer conflict database the names set forth in the schedule attached hereto as Exhibit A, which names were either provided to Steven Hall by counsel to the Committee or identified by Steven Hall. The various categories of parties in interest reviewed by Steven Hall in these cases are set forth in Exhibit A. Steven Hall did not review its connections with all parties in interest in these cases, but instead reviewed those parties in interest falling within certain materiality thresholds described in Exhibit A. Based upon the size and complexity of these cases, Steven Hall believes that its use of these materiality thresholds was reasonably and necessary under the circumstances, and understands that the use of such thresholds comports with what was done by certain other professionals in these cases.

12. The conflicts database maintained by Steven Hall is designed to include information regarding every matter on which the firm is now or has been engaged, including, but

not limited to, the identity of related parties and adverse parties. It is the policy of Steven Hall that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflicts database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Steven Hall maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

13. Steven Hall has not reviewed any connections of Pearl Meyer & Partners (“PMP”) with parties-in-interest in these cases, and intends not to review any such connections, as PMP was my previous employer. PMP’s only connection with Steven Hall is the fact that I and Steven E. Hall were co-founders of both entities, and several clients and employees of Steven Hall were formerly clients and employees of PMP. However, neither I nor any other employee of Steven Hall are currently employed by, or entitled to receive compensation from, PMP.

14. Based upon Steven Hall’s connections check described above, Steven Hall has identified no conflicts or connections related to the Debtors or these chapter 11 cases. Steven Hall has identified the following connections with various parties in interest identified in Exhibit A hereto, which connections do not relate to the Debtors or these cases:

- a) Bank of New York issued a letter credit in October 2005 to Steven Hall in connection with the firm’s renting of office space at 645 Fifth Avenue.
- b) PMP is a wholly owned subsidiary of Clark Consulting and is my previous employer. Neither Steven Hall nor any of its’ employees have a current relationship with Clark Consulting or PMP.

15. In addition, employees of Steven Hall have in the past served as advisors to various parties in other chapter 11 cases in which certain members of the Committee or other parties in interest in these cases may have been, or currently are, involved.

16. In addition, certain professionals retained and proposed to be retained by the Debtors, the Committee or other parties in interest in these cases may be involved in other cases in which Steven Hall is engaged by other clients.

17. On or about December 1, 2005, Steven Hall solicited information, by firmwide email to its professionals and employees, to determine if any such persons hold any of the Debtors' common equity or other securities. To the best of my knowledge and information based upon the responses received to the foregoing information requests no employee owns shares of the Debtors' common equity or other securities. It is possible that certain Steven Hall professionals may hold interests in certain passive investment vehicles (such as mutual funds or other similar funds), which in turn may hold equity interests or other securities of the Debtors. It is also possible that a future professionally managed retirement plan on behalf of Steven Hall professionals, or a future 401(k) type plan, may hold equity interests or other securities of the Debtors. However, no such investments exist at this time. If further information respecting holdings becomes known, Steven Hall will file a supplemental affidavit in these cases.

18. Steven Hall may have in the past been engaged, may currently be engaged and/or may in the future be engaged in matters wholly unrelated to the Debtors and these chapter 11 cases, by other entities not currently known to Steven Hall who may be creditors of the Debtors. To the extent that Steven Hall discovers any such information or needs to update the information disclosed herein, Steven Hall will disclose such information to the Court, the Debtors and the United States Trustee by filing a supplemental affidavit in these cases.

19. I do not believe that any of Steven Hall's engagements by creditors or other parties in interest who are involved in these chapter 11 cases comprise a material component of Steven Hall's practice, nor does Steven Hall currently represent such parties on any issue relating to these chapter 11 cases. To the best of my knowledge and information, the standard articulated by courts of the Second Circuit regarding the retention of professionals by a creditors' committee has been met by Steven Hall in these cases. For the reasons stated herein, Steven Hall has no interests materially adverse to the Debtors' individual creditors or the Committee with respect to these cases and, therefore, is eligible to be retained.

20. Despite the efforts described above to identify and disclose connections with parties in interest in these cases, because the Debtors are an enterprise with numerous creditors and other relationships, and because many of the names of parties in interest in these cases are common and cannot be confirmed as being related or unrelated to Steven Hall's clients, Steven Hall is unable to state with certainty that every relevant client engagement or other connection of Steven Hall with parties in interest in these cases has been disclosed herein. In this regard, if Steven Hall discovers additional information that requires disclosure, Steven Hall will file a supplemental affidavit in these cases.

STATEMENT RELATING TO COMPENSATION OF STEVEN HALL

21. Steven Hall is willing to be retained by the Committee as its compensation and employment agreement advisor, and will make appropriate applications to this Court for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the District of the Southern District of New York and any applicable orders of this Court.

22. Steven Hall will bill at its standard hourly rates. The current hourly rates charged by Steven Hall for professionals expected to be actively involved in these cases are \$125-\$950. I am the Steven Hall professional who will be primarily active in these cases, and am a Senior Managing Director with a billing rate of \$950 per hour. Steven Hall's hourly rates are subject to periodic increase in the normal course of Steven Hall's business. Other professionals will, from time to time, assist in Steven Hall's representation of the Committee in connection with these cases at Steven Hall's standard hourly rates in effect for those personnel. These rates are set at a level designated to fairly compensate Steven Hall for the work of its professionals and to cover fixed and routine overhead expenses.

23. It is Steven Hall's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, report and exhibit preparation and production, telephone and telecopier toll charges, messenger and delivery services, photocopying charges, travel expenses, expenses for "working meals", computerized research and outside research services, as well as non-ordinary overhead expenses, such as secretarial overtime.

24. Steven Hall shall be indemnified, together with its owners, employees and agents (the "Indemnified Parties"), for all costs, damages and liabilities (including reasonable attorney's fees and costs), relating to or arising as a result of this engagement unless such cost(s), damages or liabilities are the result of its willful misconduct or gross negligence. Steven Hall has agreed that the aforementioned indemnification shall be subject to the following limitations:

- a) All requests of Steven Hall for payment of indemnity claims pursuant to the Application shall be made by means of a fee application (interim or final as the case may be) and shall be subject to review by this Court to ensure that payment of such indemnity claims conforms with the terms of the Application and

is reasonable based on the circumstances of the litigation or settlement in respect of which such indemnity is sought.

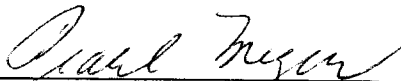
- b) In no event shall Steven Hall or any of the Indemnified Parties be indemnified if a court determines by a final order that such claim for indemnification arose out of Steven Hall's or such Indemnified Party's own bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct.
- c) In the event that Steven Hall seeks reimbursement for attorneys' fees from the Debtors pursuant to the Application, the invoices and supporting time records from such attorneys shall be included in Steven Hall's own Applications (both interim and final), and such invoices and time records shall be subject to the Office of the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of this Court under the standards of sections 330 and 331 of the Bankruptcy Code without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

**STATEMENT UNDER SECTIONS 329 AND 504 OF THE BANKRUPTCY CODE
AND UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 2016**

25. In accordance with sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rule 2016, neither I nor Steven Hall has entered into any agreements, express or implied, with any other parties in interest, including the Debtors, any creditor, or any attorney for such party in interest in these cases (i) for the purpose of sharing or fixing fees or other compensation to be paid to any such party in interest or its attorneys for services rendered in connection therewith, (ii) for payment of such compensation from the assets of the estates in excess of the compensation allowed by this Court pursuant to applicable provisions of the Bankruptcy Code, or (iii) for payment of compensation in connection with these cases other than in accordance with applicable provisions of the Bankruptcy Code.

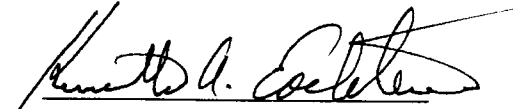
EXECUTED this 1 day of December, 2005 at New York, New York

STATE OF NEW YORK
COUNTY OF NEW YORK



Pearl Meyer

Sworn to before me this
____ day of December 1, 2005



Notary Public

KENNETH A. EDELSTEIN
Notary Public, State of New York
No. 01ED6041732
Qualified in New York County
Commission Expires May 15, 2006

Exhibit A

Exhibit A

SUGGESTED LIST OF INTERESTED PARTIES (CONSOLIDATED)

**(A) AFFILIATES AND NON-DEBTOR
SUBSIDIARIES¹**

Alambrados y Circuitos Eléctricos, S.A. de C.V.
Ambrake GP, Inc.
Ambrake Manufacturing, Ltd.
Arcomex S.A. de C.V.
Arneses Eléctricos Automotrices, S.A. de C.V.
AS Catalizadores Ambientales S.A. de C.V.
ASEC Manufacturing (Thailand) Ltd.
ASEC Manufacturing General Partnership
ASEC Private Limited
ASEC Sales General Partnership
Ashimori Industry Co., Ltd.
Aspire, Inc.
Autoensambles y Logística, S.A. de C.V.
Beijing Delphi Technology Development
Company, Ltd.
Beijing Delphi Wan Yuan Engine Management
Systems Company, Ltd.
BGMD Servicios Automotivos Ltda.
BlueStar Battery Systems International Corp.
Bujias Mexicanas, S.A. de C.V.
Cablana, S.L.
Calsonic Harrison Co., Ltd.
CEI Co., Ltd.
Centro Técnico Herramental, S.A. de C.V.
Closed Joint Stock Company PES/SCC
Condura, S. de R.L.
Controladora Chihuahuense, S. de R.L. de C.V.
Controladora de Alambrados y Circuitos, S. de
R.L. de C.V.
Controladora de Rio Bravo, S. de R.L. de C.V.
Controladora Vesfron, S. de R.L. de C.V.
Cordaflex Espana, S.A.
Cordaflex, S.A. de C.V.
Daehan Electronics Yantai Co., Ltd.
Daesung Electric Co., Ltd.
Daewoo Motor Co., Ltd.
Del Tech Co., Ltd.
Delco Electronics LLC
Delco Electronics Overseas Corporation
Delphi (China) Technical Centre Co. Ltd.
Delphi Administración, S.A. de C.V.
Delphi Alambrados Automotrices, S.A. de C.V.
Delphi Automotive Systems – Portugal S.A.

Delphi Automotive Systems (China) Holding
Company Limited
Delphi Automotive Systems (Holding), Inc.
Delphi Automotive Systems (Netherlands) B.V.
Delphi Automotive Systems (Thailand) Ltd.
Delphi Automotive Systems- Ashimori LLC
Delphi Automotive Systems Australia Ltd.
Delphi Automotive Systems Cinq SAS
Delphi Automotive Systems Deutschland
Verwaltungs GmbH
Delphi Automotive Systems do Brasil Ltda.
Delphi Automotive Systems Espana S.L.
Delphi Automotive Systems Global (Holding),
Inc.
Delphi Automotive Systems Holding GmbH
Delphi Automotive Systems Huit SAS
Delphi Automotive Systems Human Resources
LLC
Delphi Automotive Systems International, Inc.
Delphi Automotive Systems Japan, Ltd.
Delphi Automotive Systems Korea, Inc.
Delphi Automotive Systems Limited Sirketi
Delphi Automotive Systems LLC
Delphi Automotive Systems Luxembourg S.A.
Delphi Automotive Systems Maroc
Delphi Automotive Systems Neuf SAS
Delphi Automotive Systems Overseas
Corporation
Delphi Automotive Systems Philippines, Inc.
Delphi Automotive Systems Private Ltd.
Delphi Automotive Systems Risk Management
Corp.
Delphi Automotive Systems Services LLC
Delphi Automotive Systems Singapore
Investments Pte Ltd.
Delphi Automotive Systems Singapore Pte Ltd.
Delphi Automotive Systems Sweden AB
Delphi Automotive Systems Tennessee, Inc.
Delphi Automotive Systems Thailand, Inc.
Delphi Automotive Systems UK Limited
Delphi Automotive Systems Vienna GmbH
Delphi Automotive Systems, S.A. de C.V.
Delphi Automotive Systems/Ashimori de Mexico,
S.A. de C.V.
Delphi Belgium N.V.
Delphi Cableados, S.A. de C.V.
Delphi Calsonic Compressors, S.A.S.
Delphi Canada Inc.
Delphi Catalyst South Africa (Proprietary)
Limited
Delphi China LLC
Delphi Connection Systems

¹ In order to minimize duplication, each interested party is listed only once, irrespective of whether such party is eligible to be included under more than one of the categories set forth herein.

Delphi Connection Systems – Tijuana, S.A. de C.V.
Delphi Controladora, S.A. de C.V.
Delphi Corporation
Delphi Czech Republic, k.s.
Delphi Daesung Wuxi Electronics Co., Ltd.
Delphi de Mexico, S.A. de C.V.
Delphi Delco Electronic Systems Suzhou Co., Ltd.
Delphi Delco Electronics de Mexico, S.A. de C.V.
Delphi Delco Electronics Europe GmbH
Delphi Deutschland GmbH
Delphi Deutschland Technologies GmbH
Delphi Diesel Body Systems Mexico, S.A. de C.V.
Delphi Diesel Systems Corp.
Delphi Diesel Systems Corporativo IDSA, S.A. de C.V.
Delphi Diesel Systems do Brasil Ltda.
Delphi Diesel Systems France SAS
Delphi Diesel Systems Korea Ltd.
Delphi Diesel Systems Limited
Delphi Diesel Systems Pakistan (Private) Limited
Delphi Diesel Systems Pension Trustees Limited
Delphi Diesel Systems S.L.
Delphi Diesel Systems Service Mexico, S.A. de C.V.
Delphi Diesel Systems, S.A. de C.V.
Delphi Electronic Suzhou Co. Ltd.
Delphi Electronics (Holding) LLC
Delphi Ensemble de Cables y Componentes, S. de R.L. de C.V.
Delphi Foreign Sales Corporation
Delphi Foundation, Inc.
Delphi France Holding SAS
Delphi France SAS
Delphi Furukawa Wiring Systems LLC
Delphi Harrison Calsonic, S.A.
Delphi Holding GmbH
Delphi Holding Hungary Asset Management Limited Liability Company
Delphi Holdings Luxembourg S.ar.l.
Delphi Insurance Limited
Delphi Integrated Service Solutions, Inc.
Delphi Interior Systems de Mexico, S.A. de C.V.
Delphi International Holdings Corp.
Delphi International Holdings Corporation Luxembourg S.C.S.
Delphi International Services, Inc.
Delphi Italia Automotive Systems S.r.l.
Delphi Korea Corporation
Delphi Liquidation Holding Company
Delphi LLC
Delphi Lockheed Automotive Limited
Delphi Lockheed Automotive Pension Trustees Limited
Delphi Mechatronic Systems, Inc.
Delphi Medical Systems Colorado Corporation
Delphi Medical Systems Corporation
Delphi Medical Systems Texas Corporation
Delphi NY Holding Corporation
Delphi Otomotiv Sistemleri Sanayi ve Ticaret Anonim Sirket
Delphi Packard Austria GmbH & Co. KG
Delphi Packard Electric (Malaysia) Sdn. Bhd.
Delphi Packard Electric Ceska Republika, S.R.O.
Delphi Packard Electric Sielin Argentina S.A.
Delphi Packard Electric Systems Company Ltd.
Delphi Packard España, SLU
Delphi Packard Hungary Kft
Delphi Packard Romania SRL
Delphi Poland S.A.
Delphi Polska Automotive Systems Sp z.o.o.
Delphi Receivables LLC
Delphi Saginaw Lingyun Drive Shaft Co., Ltd.
Delphi Saginaw Steering Systems UK Limited
Delphi Services Holding Corporation
Delphi Shanghai Dynamics and Propulsion Systems Co., Ltd.
Delphi Sistemas de Energia, S.A. de C.V.
Delphi Slovensko s.r.o.
Delphi Technologies, Inc.
Delphi Trust I
Delphi Trust II
Delphi Trust III
Delphi Trust IV
Delphi Tychy Sp. z.o.o.
Delphi-Calsonic Hungary Manufacturing Limited Liability Company
Delphi-TVS Diesel Systems Ltd.
DEOC Pension Trustees Limited
Diavia Aire, S.A.
DREAL, Inc.
Electrotecnica Famar S.A.C.I.I.E.
EnerDel, Inc.
Environmental Catalysts, LLC
Exhaust Systems Corporation
Famar do Brasil Comercio e Representacao Ltda.
Famar Faguina, S.A.
FUBA Automotive GmbH & Co. KG
Gabriel de Mexico, S.A. de C.V.
Grundig Car InterMedia System GmbH
Grundig Sistemas de Electronica, Lda., Portugal
HE Microwave LLC
Holdcar S.A.
Inmobiliaria Marlis, S.A.
Inmuebles Wagon, S.A.
InPlay Technologies, Inc.
Interessengemeinschaft fur Rundfunkschutzrechte GmbH

Interessengemeinschaft fur Rundfunkschutzrechte
GMBH Schutzrechtsverwertung & Co. KG
Katcon, S.A. de C.V.
KDAC (Thailand) Company Limited
KDS Company, Ltd.
Korea Delphi Automotive Systems Corporation
Korea Technology Bank Network
Mecel AB
MobileAria, Inc.
Noteco Comércio e Participacoes Ltda.
NSK Ltd.
On Se Telecom Co., Ltd.
P.T. Delphi Automotive Systems Indonesia
Packard Hughes Interconnect Company
Packard Korea Incorporated
PBR Knoxville L.L.C.
Productos Delco de Chihuahua, S.A. de C.V.
Promotora de Partes Electricas Automotrices S.A.
de C.V.
PROSTEP AG
Proveedora de Electricidad de Occidente, S.A. de
C.V.
Qingdao Daesung Electronic
Rio Bravo Eléctricos, S.A. de C.V.
Shanghai Delco Electronics & Instrumentation
Co., Ltd.
Shanghai Delphi Automotive Air-Conditioning
Systems Co., Ltd.
Shanghai Delphi Emission Control Systems
Company, Ltd.
Shanghai-Delphi Automotive Door Systems Co.,
Ltd.
Shengyang Huali Automotive Air-conditioning
Co. Ltd.
Sistemas Eléctricos y Conmutadores, S.A. de
C.V.
Specialty Electronics (Singapore) Pte Ltd.
Specialty Electronics International Ltd.
Specialty Electronics, Inc.
TECCOM GmbH
TecDoc Information System GmbH
Termoelectrica del Golfo, S. de R.L. de C.V.
Unterstützungsgesellschaft der Kabelwerke
Reinshagen GmbH
Wuhan Shenlong Automotive Air-conditioning
Co. Ltd.
Yeon Kyung Electronics Co., Ltd.

**(B) FORMER OFFICERS AND DIRECTORS
(FOR THE PAST THREE YEARS)**

Alapont, José Maria
Alsagoff, Faris
Anderson, Carrie
Arkwright, Christopher P.
Arle, John P.

Bailey, R. Scott
Bailey, Russell W.H.
Balsei, Mike
Barth, Volker J.
Battenberg, J.T., III
Beckett, Michael
Belans II, Milan E.
Bellar, Fred J., III
Bernardes, Oscar de Paula
Berry, Roberto Edwin
Bertrand, James A.
Billis, A.E.
Blahnik, John G.
Borzi, James W.
Bowers, William Steven
Brown, Jr., Andrew
Brown, Richard
Brust, Robert H.
Burgner, David Allen
Butler, Kevin M.
Chadwick, Jeffrey R.
Chen, Jimmy C.
Chen, Jinya
Chon, Choon T.
Clemons, Steve D.
Colbert, Virgis W.
Conlon, Martin
Conor-Freeman, Maria
Cooke, F.H.
Corcoran, Sean P.
Cornwell, William D.
Davey, Stephen L.
Dawes, Alan S.
Deak, Gabor Janos
Deak, Garbor Janos
Desnos, Philippe
Eichenlaub, Brian
Erwin, Richard E.
Farr, David N.
Feigenbaum, Haim
Flowers, Allen D.
Forbes, Timothy G.
Franzi, Richard A.
Fuerst, John M.
Funke Esq., Jimmy L.
Gango, Frank
Gardner, A.N.
Geller, Pamela M.
Goodman, Thomas D.
Gottschalk, Bernd
Gray, Mary A.
Griffin, Patrick
Gruber, Douglas
Gumina, Joseph P.
Hachey, Guy C.
Hall Jr., Samuel H.

Hathaway, R.E.
Hayashida, Shuji
Healy, Karen L.
Heigel, Kevin R.
Hermeling, Rainer
Hindels, James H.
Hotchkin, Nick
Humbeck, Wolfgang
Irimajiri, Shoichiro
Jackson, Arthur Russell
Jackson, J.E.
Jacovides, Linos
Jaffurs, John A.
Janak, Peter H.
Jensen, William
Jobe, Ronald E.
Jok, Richard
Jones, David J.
Kamischke, Mark S.
Katz Esq., Robert
Kaye Esq., Diane L.
Knill, David
Knutson, Timothy J.
Kolano, Derek
Krause, Jeffrey M.
Lee, Dae Un
Lewis, Theodore H.
Loeb, Marjorie Harris
Lorenz, Mark C.
Manocha, Charu
Manocha, Sandeep
Marion, Laura
Maschoff, David
McClain, Karen
McGuire, Marc C.
McLaughlin, Susan A.
Milburn, Paul S.
Miller, Gail K.
Miller, Robert S.
Naylor, Craig G.
Nelson, R. David
Niekamp, Cynthia A.
O'Neal, Rodney
O'Neill, Brian P.
Olbrecht, Denise
Opie, John D.
Ordonez, Frank A.
Overly, Jeffrey M.
Owens, Jeffrey J.
Parsons, Jeffrey
Pasricha, Atul
Passante, John A.
Penske, Roger S.
Petrie, John
Pirtle, Ronald M.
Pitsenbarger, Pam

Rayne, Mike
Reagan, Michael T.
Remenar, Robert J.
Richards, F. Timothy
Richards, Gregory R.
Robinson Esq., Logan G.
Rogers, Max
Roland Jr., John Robert .
Runkle, Donald L.
Salrin, Sarah J.
Scheffler, Milton R.
Schuppe, Michael L.
Schwartz, Elizabeth M.
Scott, Ian
Shader, Michael A.
Sheehan, John D.
Short, John
Sonnonstine, Jerry
Sparks, Robert H.
Spencer, James A.
Springer, F. Thomas
Sprunger, F. Thomas
Suelz, Patricia C.
Sullivan, Henry A.
Theriot, Mark
Tilton, Todd I.
Twomey, Thomas N.
Valanty, Burton J.
Veaser, Lothar
Walker, Bette M.
Walker, Robert C.
Weber, Mark R.
Whitson, James P.
Williams, Derrick M.
Williamson, J.L.
Wohleen, David B.
Yoon, Myung Hwan
Young, R.A.
Zablocki, Richard J.

**(C) ALL LENDERS (INCLUDING CURRENT
AND FORMER AGENTS UNDER CREDIT
FACILITIES AND THEIR COUNSEL AND
FINANCIAL ADVISORS)**

A3 Funding LP
Ableco Finance LLC
ABN AMRO Bank N.V.
ACA CLO 2005-1, Ltd.
Access Institutional Loan Fund
ADAR Investment Fund Ltd
Addison CDO, Limited
AG Alpha Credit Master, Ltd.
Agricultural Bank of China
Ahab Partners, L.P.
Airlie Opportunity Master Fund, Ltd

Amaranth Partners LLC – Trading
American Express Certificate Company
AMMC CLO III, Limited
AMMC CLO IV, Limited
Apollo Distressed Investment Fund
Apollo Distressed Investment Offshore
Appaloosa Invest Ltd. Partnership I
Archimedes Funding IV, Ltd.
ARX Global High Yield Securities
Aslan Capital Master Fund, LP
Atlas Capital Funding, Ltd.
Atrium IV
Aurum CLO 2002-1 Ltd.
Australia and New Zealand Bank Group
Avenue CLO Fund, Ltd.
Avenue CLO II, Ltd.
Avery Point CLO, Ltd.
Balboa CDO I, Limited
Banca Bilbao Vizcaya Argentaria, S.A
Banca Nazionale Del Lavoro SpA
Banco Bilbao Vizcaya Argentaria, S.A.
Banco Santander Central Hispano S.A.
Bank of America, N.A.
Bank of China Luxembourg SA
Bank of New York
Bank of Nova Scotia
Bank of Tokyo Mitsubishi Trust Company
Barclays Bank PLC
BDC Finance LLC
Bear Stearns Investment Products,
Black Diamond Offshore Limited
Blue Square Funding Ltd. Series 3
BNP Paribas
Boldwater CBNA Loan Funding LLC
Boldwater Credit Opportunities
Boston Harbor CLO 2004-1, Ltd
Boston Income Portfolio
Brencourt Distress Securities
Brookville Capital Master Fund, L.P
Bryn Mawr CLO, Ltd.
Callidus Debt Partners CDO Fund I
Calyon New York Branch
Candlewood Capital Partners LLC
Canpartners Investments IV LLC
Canyon Capital CDO 2002-1 Ltd.
Canyon Capital CLO 2004-1 Ltd.
Capitalsource Finance LLC
Cargill Financial Services Intl. Inc
Castle Garden Funding
Castle Hill III CLO, Limited
Castle Hill II-Ingots, Ltd.
Castle Hill I-Ingots, Ltd.
CDL Loan Funding LLC
Cedarview Opportunities Master Fund
Celerity CLO Ltd
Centurion CDO 8, Limited

Centurion CDO 9, Limited
Centurion CDO II, Ltd.
Centurion CDO VI LTD
Centurion CDO VII Limited
Chatham Light II CLO, Limited
Citadel Hill 2000 Ltd.
Citibank N.A.
Citicorp USA Inc.
Citigroup Financial Products Inc.
Colonial Funding LLC
Comerica Bank Michigan
Commerzbank Aktiengesellschaft
Credit Industriel et Commercial
Credit Suisse, New York & Cayman Islands
CSAM Funding IV
C-Squared CDO Ltd.
Cumberland II CLO LTD
Cypresstree Claif Funding LLC
D.K. Acquisition Partners, L.P.
Debt Strategies Fund, Inc.
Delaware Corp Bond Fund
Delaware Delchester Fund
Desjardins Financial Security Life
Deutsche Bank AG
Deutsche Bank Trust Company America
Diversified Income Strategies
Diversified Investors High Yield
Double Black Diamond Offshore LDC
Dryden III-Leveraged Loan CDO 2002
Dryden IV Leveraged Loan CDO 2003
Dryden Leveraged Loan CDO 2002-II
Dryden VIII - Leveraged Loan CDO
Duane Street CLO I, LTD.
Duma Master Fund LP
Dunes Funding LLC
Dymas Funding Company LLC
ELF Funding Trust I
Employers Insurance of Wausau
Empyrean Investments, LLC
Endurance CLO I Ltd.
Event Partners Debt Acquisition, LLC
Excess Book
Feingold O'Keeffe Credit Fund CBNA
Fifth Third Bank, Eastern Michigan
First Trust Highland Capital
Flagship CLO 2001-1
Flagship CLO II
Flagship CLO III
Flagship CLO IV
Forest Creek CLO, Ltd.
Fortis Bank SA NV Cayman Island Branch
Fortress Credit Funding I LP
Fortress Credit Funding II LP
Galaxy CLO 2003-1, Ltd.
Galaxy III CLO, Ltd.
Galaxy IV CLO, Ltd.

Galaxy V CLO, Ltd.
General Electric Capital Corporation
Gleneagles CLO Ltd.
Global Enhanced Loan Fund S.A.
Global StocksPLUS Income Fund
Goldman Sachs Credit Partners L.P.
Gracie Capital L.P.
Grand Central Asset Trust
Grand Central Asset Trust, Gaia
Grand Central Asset Trust, SIL
Grand Central Asset Trust, Single
Greywolf Loan Participation LLC
Guggenheim Portfolio Company XII
Gulf Stream - Compass CLO 2005-1
Gulf Stream - Compass CLO 2005-1
Gulf Stream Compass CLO 2002-1
Gulf Stream-Compass CLO 2004-1, Ltd
Hammerman Capital Master Fund LP
Hammerman Counterpoint Master Fund
Harbour Town Funding LLC
HBK Master Fund L.P.
High Income Portfolio
Highland Floating Rate Advantage
Highland Floating Rate LLC
Highland Offshore Partners, L.P.
Horizon Income Fund, Ltd.
HSBC Bank USA, National Association
IDS Life Insurance Company
ING Capital LLC
ING Investment Management CLO I, Ltd
ING Prime Rate Trust
ING Senior Income Fund
Investment CBNA Loan Funding LLC
Investors Bank and Trust Co
Jasper CLO Ltd.
JPMorgan Chase Bank, N.A.
Katonah II, Ltd.
Katonah III, Ltd.
Katonah IV, Ltd.
KeyBank National Association
KIL Loan Funding LLC
Kingsland I, Ltd.
KKR Financial CLO 2005-1, Ltd.
KZH Pondview LLC
KZH Soleil LLC
KZH Soleil-2 LLC
Lehman Commercial Paper Inc.
Liberty CLO Ltd.
Liberty Mutual Ins Company
LibertyView Loan Fund, LLC
Lightspeed CLO
Lincoln National Life Insurance Co.
LINDEN CAPITAL LP
Lispenard Street Credit (Master)
Loan Funding I LLC
Loan Funding III LLC

Loan Funding V, LLC
Loan Funding XI LLC
Loan Star State Trust
Long Grove CLO, Limited
Madison Park Funding I, Ltd.
Marathon CLO I Ltd.
Marathon Special Opportunity
Market Square CLO Ltd.
Marquette Park CLO Ltd.
McDonnell Loan Opportunity Ltd.
Metropolitan West High Yield Bond
Metropolitan West Strategic Income
Mizuho Corporate Bank Ltd.
ML Global Investment Series Income
Morgan Stanley Senior Funding, Inc.
Mountain Capital CLO II Ltd.
Mountain Capital CLO IV, Ltd.
Muirfield Trading LLC
National City Bank
Nemean CLO, Ltd.
Oak Hill Credit Alpha Fund (Offshore)
Oak Hill Credit Alpha Fund LP
Oak Hill Credit Partners I, Limited
Oak Hill Credit Partners II, Limited
Oak Hill Credit Partners III, Limited
Oak Hill Credit Partners IV, Limited
Oak Hill Securities Fund II, L.P.
Oak Hill Securities Fund, L.P.
OCM High Yield Plus Fund LP
Octagon Investment Partners IV, Ltd
Octagon Investment Partners V, Ltd.
Octagon Investment Partners VI, Ltd
Octagon Investment Partners VII, Ltd
Panton Master Fund LP
Park Avenue Loan Trust
PIMCO Floating Income Fund
PIMCO Floating Rate Income Fund
PIMCO Floating Rate Strategy Fund
PIMCO High Yield Fund
Pinewood Credit Markets Master Fund
Pioneer Floating Rate Trust
PNC Bank, N.A.
Post Leveraged Loan Master Fund, LP
Post Opportunity Fund L.P.
Post Total Return Fund, L.P.
Principal Life Insurance Company
Prospect Funding I, LLC
Protective Life Insurance Company
Putnam Floating Rate Income Fund
Putnam High Yield Advantage Fund
Putnam High Yield Trust
Putnam Variable Trust High Yield Fund
Q Funding III LP
Quadrangle Master Funding Ltd
Quattro Distressed Opportunity Fund
Quattro Fund Ltd

Quattro Multi-Strategy Master Fund
R2 Top Hat, Ltd.
Race Point CLO, Limited
Race Point II CLO, Limited
Race Point III CLO, Limited
Red Fox Funding LLC
Redwood Master Fund, Ltd.
Riviera Funding LLC
Robson Trust
Rockwall CDO Ltd.
Rosemont CLO, Ltd.
Salomon Brothers Variable Rate
Sankaty High Yield Partners II
Sankaty High Yield Partners III, LP
Satellite Senior Income Fund II
Satellite Senior Income Fund, LLC
Saturn Trust
Scoggin Worldwide Fund Ltd
Scottwood Partners LP
Sea Pines Funding LLC
Secondary Loan and Distressed Credit
SEI Institutional Managed TST
Seneca Capital, L.P.
SEQUILS Centurion V, Ltd.
SEQUILS ING I (HBDGM), Ltd.
SEQUILS-Magnum, Ltd.
Severn River Master Fund Ltd
Sierra CLO I Ltd.
Silverado CLO 2006-I LTD
Simpson Thacher & Bartlett LLP
Sky CBNA Loan Funding LLC
SMBC MVI SPC
Societe Generale SA New York
SOF Investment, LP
Southport CLO, Limited
Special Situations Investing Group
SRI Fund LP
Stanfield Arbitrage CDO, Ltd.
Stanfield Bristol CLO, LTD.
Stanfield Carrera CLO, Ltd.
Stanfield Vantage CLO Ltd.
Sumitomo Mitsui Banking Corporation
SunTrust Bank Atlanta
TCW Select Loan Fund, Limited
TCW Senior Secured Loan Fund LP
Tenor Opportunity Master Fund, Ltd.
The Drake Offshore Master Fund, Ltd
The Foothill Group Incorporated
The Hartford Floating Rate Fund
The Royal Bank of Scotland PLC
Thrivent High Yield Fund
Thrivent High Yield Fund II
Thrivent High Yield Portfolio
Thrivent High Yield Portfolio II
Trilogy Portfolio Company, LLC
TRS Callisto LLC

TRS Leda LLC
TRS Thebe LLC
UBS Loan Finance LLC
UFJ Bank Limited
Velocity CLO, Ltd.
Venture CDO 2002, Limited
Venture II CDO 2002, Limited
Venture III CDO, Limited
Venture IV CDO, Limited
Vista Leverage Income Fund
Vulcan Ventures, Inc.
Wachovia Bank National Association
Watershed Capital Institutional
Watershed Capital Partners (Offshore)
Watershed Capital Partners, L.P.
Waterville Funding LLC
Waveland-Ingots, Ltd.
Wells Capital Management-12831400
Wells Capital Management-13702900
Wells Capital Management-13823100
Wells Capital Management-13923602
Wells Capital management-14945000
Wells Capital Management-16017000
Wells Capital Management-16463700
Wells Capital Management-16896700
Wells Capital Management-16959700
Wells Capital Management-17299500
Western Asset Floating Rate
Whitney Private Debt Fund LP
Wind River CLO I Ltd.
Windmill Master Fund LP
Wrigley CDO, Ltd

(D) INSURERS

ACE American Insurance Company
ACE Insurance Company
ACE USA
AIG Excess Casualty North America (Lexington)
AIG Worldsource
AIU Inc.
Allianz
Allied World Assurance Company, Ltd
Amerada Hess Corporation
American Home Assurance Co. (AIMA)
American International Insurance
American International Specialty Lines Insurance
Company
ANR Pipeline Company
Aon
Aon Bermuda
Aon UK
Arch
Arch Insurance (Bermuda) Limited
Arch Insurance Group
AWAC

AXIS
Axis Reinsurance Company
Bermuda Markets
Cananwill, Inc.
Chubb Custom Insurance
Chubb Specialty Insurance
CNA Financial Insurance
CNA Insurance Companies
Columbia Casualty Company (CNA)
Columbia Gas of Ohio
Columbia Gas Transmission
Continental Casualty (C.N.A.)
Coral Energy Resources, L.P.
East Ohio Gas Co.
Endurance Specialty
Federal Ins. Co. (Chubb)
General Star Indemnity Company
GEP
Great American
Gulf Underwriters Insurance Company
Hannover Re
Hanseatic Insurance Company (Bermuda) Ltd.
Hartford
HDI
Indiana Gas Company
Ins. Co. of the State of Pennsylvania (AIG)
IRI
Lexington
Lexington Insurance Company (AIG American
International Companies)
Liberty Mutual
Lloyds of London
Marsh USA, Inc. (Broker)
Marsh/Pentastar
National Union Fire Ins. Co. (AIG)
National Union Fire Insurance Company of Pitts.,
PA (AIG American International Companies)
Pacific Employers Ins. Co. (ACE USA)
Panhandle Eastern Pipeline Company
Seminole Energy Services
Sequent Energy Services
SR International Business Insurance Company
Ltd.
St. Paul (Bermuda), Ltd.
St. Paul Fire & Marine Insurance Company
St. Paul Mercury
St. Paul Surplus Lines Ins. Co.
Starr Excess Liability Insurance International
Limited
Steadfast Insurance Company (Zurich)
Swiss Re Insurance Company Ltd.
Tokio Marine
Twin City Fire (Hartford)
U.S. Specialty Insurance Company
UGI Energy Services
Union Gas System, Inc.

United States Aviation Insurance Group (USAIG)
and others
US Specialty/HCC
USAIG
Vectren Energy
XL U.S.
Zurich American Insurance Company

**(E) PROFESSIONALS (ATTORNEYS,
ACCOUNTANTS, INVESTMENT
BANKERS, CONSULTANTS FOR THE
PAST THREE YEARS) [Excluding those
Professionals that Charge less than
\$100,000.00 in Annual Fees]**

4GEN
Ahearn & Soper Co INC
Air Academy Associates
Air Academy Press & Assoc.
Aisec United States Inc.
AIT Group
AJM
American Supplier Institute
Ariane Ingenierie
Ariba
ASI (American Supplier Institute)
ASI Consulting Group LLC
ASI LLC
ASI, Shainin (ICIM)
Asset Management Resources
Asset Mfg Resources
AT Kearney
AVL North America Inc
Ayco Company LP
Baker & Daniels
Baker & McKenzie LLP
Baker Botts LLP
Balch & Bingham LLP
Banner & Witcoff, Ltd
Bede & Associates
Bedi Strategies, Inc.
Bevco Solution Strategies
Bliss McGlynn P.C.
Booz-Allen Hamilton
Brenda Veit
BSI America, Inc.
BSI Americas
BSI Management Systems
Burnside & Nauman Medical
Burson Marsteller
Burson-Marsteller
Butzel, Long
Calwest
Cantor Colburn LLP
Cardinal Law Group

Cardoza
Carquest
Cattel, Tuyn & Rudzewicz, PLLC
Chris Kouri & Assoc.
Chuck Ondrick
Clark Consulting
Clark Hill P.L.C.
Clark Patterson Associates
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csm worldwide
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Alps Automotive Inc.
Alps Electric Co Ltd
American Axle & Mfg Holdings Inc
Autoliv Inc
AW Transmission Engineering
Beiersdorf AG
Blackstone Capital Partners LLP
Bosch Braking Systems Corp
Bosch, Robert Stiftung GmbH
Buena Vista Township, Michigan
Capri Capital Advisors LLC
Carlisle Engineered Prods
CIGNA Corporation
City of Flint, Michigan
Clarion Co Ltd
Corning Inc
Dana Corp
Delta
Draka Holding NV
Dura Automotive Systems Inc
E.on AG
El Dupont de Nemours & Co Inc
Flextronics Intl Asia Pacific
Freudenberg & Co KG
Fujitsu Ten Corporation
General Electric Co Inc
Hitachi Ltd
Howard County, Indiana
Illinois Tool Works Inc

Impala Platinum Holdings Ltd
Industrial Molding Corp
Infineon Technologies AG
Internet Corp
International Union of Electronic, Electrical,
Salaried, Machine and Furniture Workers –
Communications Workers of America
Johnson Electric Holdings Ltd
Leopold Kostal GmbH & Co KG
Limar Realty Corp.
Linamar Corp
Madison County, Indiana
Matsushita Electric Industrial
Merk Medco
Molex Inc
Montgomery County, Ohio
Nan Ya Plastics Corp
National Fire Insurance Company of Hartford
NEC Corp
Norsk Hydro ASA
Ogura Clutch Co Ltd
Osprey, S.A. Ltd.
Pioneer INDL Components
Quexco Inc
Robert Bosch Corporation Automotive Group
Semiconductor Components
Sequa Corp
Sharp Electronics Corp
Siemens AG
Soletron Corp
State of Michigan
State of Ohio
State of Wisconsin
Stmicroelectronics NV
Swatch Group SA, The
TDK Corporation of America
Texas Instruments Inc
Textron Inc
Thyssenkrupp AG
Timken Co, Inc
Traxle Mfg Ltd
TT Electronics PLC
UHC
United Auto Workers
Viasystems Group Inc
Worthington Industries Inc

**(H) HOLDERS OF 5% OR MORE OF ANY
OUTSTANDING EQUITY SECURITY OF
THE COMPANY**

Brandes Investment Partners, LLC
Capital Group International, Inc.
Capital Research & Management Company
Dodge & Cox
State Street Global Advisors

**(I) RECORD NOTEHOLDERS HOLDING 5%
OR MORE OF ANY OUTSTANDING
ISSUANCE OF NOTES OF THE COMPANY**

Bear Sterns
Citigroup
First Clear
Goldman Sachs
Investors Bank
Lehman Brothers
Mellon Trust
ML Sfkpg
MSDW Inc.
NFS LLC
Pershing
SSB

(J) INDENTURE TRUSTEES

Bank One Trust Company N.A.
First National Bank of Chicago
J.P. Morgan Trust Company, N.A.

**(K) UNDERWRITERS OF SECURITIES ISSUED
BY THE COMPANY DURING THE PAST
THREE YEARS**

A.G. Edwards & Sons, Inc.
ABN AMRO Incorporated
Advest, Inc.
Banc of America Securities LLC
Barclays Capital Inc.
BB&T Capital Markets, a division of Scott and
Stringfellow, Inc.
BNP Paribas Securities Corp
C.L. King & Associates, Inc.
Citigroup Global Markets Inc.
Comerica Securities, Inc.
Credit Suisse First Boston LLC
D.A. Davidson & Co.
Deutsche Bank Securities Inc.
Ferris, Baker Watts, Incorporated
HSBC Securities (USA) Inc.
J.P. Morgan Securities Inc.
Janney Montgomery Scott LLC
McDonald Investments Inc., a KeyCorp Company
Merrill Lynch, Pierce, Fenner & Smith
Incorporated
Mesirow Financial, Inc.
Morgan Stanley & Co. Incorporated
Oppenheimer & Co. Inc.
Quick & Reilly, Inc.
Ramirez & Co., Inc.
RBC Dain Rauscher Inc.
Ryan Beck & Co.
Samuel A. Ramirez & Company, Inc.

Scotia Capital (USA) Inc.
SG Cowen Securities Corporation
Southwest Securities, Inc.
Stifel, Nicolaus & Company, Incorporated
Tokyo-Mitsubishi International plc
U.S. Bancorp Piper Jaffray Inc.
UBS Securities LLC
Utendahl Capital Partners, L.P.
Wachovia Capital Markets, LLC
Wells Fargo Van Kasper LLC
Williams Capital Group, L.P.

(L) COUNTERPARTIES TO MAJOR LEASES

1401 Troy Associates Limited Partnership
2574 E. River Rd. Bldg. 10 LLC
500 Commerce LLC
Access
American Finance Group
Amherst Commerce Park
Aspire Building, LLC
ATEL Capital Group
Cherokee North Kansas City, LLC
City of Laurel, Mississippi
County of Marquette, Michigan
Crown Enterprises, Inc.
CSA Financial Corp
CSI
Donald R. Sweeton and Sarah E. Sweeton
Elect
First American Capital
First Industrial, L.P.
Ford Motor Land Development Corporation
Fortune Avenue Partnership LLP
GAR Properties, LLC
GBG2, LLP
General Motors Corporation
Germain's Technology Group
Germain's Technology Group Custom Coating
and Enhancements, Inc.
HP Finance
ICON Capital Corp
JCR Investments, LLC
John E. Benz & Co.
Killam Industrial Development Partnership, Ltd.
Kilroy Realty, L.P.
LaSalle National Bank, as Trustee under Trust
No. 115897
Laurence Tippmann, Sr., Family Limited
Partnership
LGR Group/CIT
Liberty Property Limited Partnership
Nissan Technical Center North America, Inc.
Oil Well LLC
Optimal Leasing Co.
ORIX Warren, LLC / Orix GF Warren Venture

Pac Rim
QEK Global Solutions
RCA
Realty Investment II
River Road Investments, Inc.
Sealy RG Valley Buildings, L.P.
Seed Systems, Inc.
Shelby Industrial Investors-II, LLC
TR Butterfield Trail Corp.
Universal Tool and Engineering Company, Inc.
Visteon Corporation
Weingarten Realty Investors
Wells Operating Partnership, L.P.

**(M) COUNTERPARTIES TO MAJOR
CONTRACTS (OVER \$100,000)**

(KDAC) Daewoo Motor Company
ACG Componentes
Adrian (City of) MI
Advanced Casting Technologies
AEP (Public Svc Co Oklahoma) OK
AFOSR
Alabama Gas Corporation
Alabama Power Co
Aladdin Industries
Alexander Long, III
Alltel
Alma Products
Alpine Electronics
Ambrake Corporation
Ameritech
Ameritech Information Systems, Inc.
Ameritech Mobile Services, Inc.
Amsterdam Funding Corporation
Anderson City Utilities IN
Antec Electric System Co. Ltd
ANXe
Anxebusiness Corp.
Applera Corporation
ARL
ASEC Exhaust Systems
AT&T Corp.
AT&T Solutions, Inc.
ATT Wireless
Autonova
Avaya World Services, Inc.
AXNe
Beijing Delphi Wanyuan Engine Management
Systems Company, Ltd.
Beijing WY-GM Automotive Electric
Bell South
Blue Cross Blue Shield
Blue Ridge Asset Funding Corporation
Blue Totes – Atlantis
Bluetooth

Borla Romcat
Bridgestone T.G. Australia Pty. Ltd
BSH Industries
C.E. Communications
CADPO
Calsonic Kansei Corporation
Calsonic Kansei Hungary
Calsonic North America, Inc.
Cardinal Health 200, Inc.
Caretools, Inc.
Cellco Partnership
Chemical Reclamation Svcs Inc USA
CIA Industrial Armas
CIGNA Behavioral Health
CIGNA Healthcare
Cinergy PSI IN
Clifford Electronics, Inc.
Clinton (City of) MS
Cole Managed Vision
Columbus (City of) OH
Componentes Delfa, C.A.
Compressor Works, Inc.
Compuware
Connecticut General Life Insurance Company
Constellation NewEnergy TX
Constellation NewEnergy, Inc.
Constellation NewEnergy-Gas KY
Consteltn NewEngy PA
Consumers Energy MI (Detroit)
Consumers Power MI
Consumers Power Company
Coopersville (City of) MI
Cullmann GmbH
D.O.T. Volpe Center
Daewoo Automotive Corporation
DAS Deutschland GmbH
DAS Poland Spolka z.o.o
Davis Vision
Dayton Power & Light Co OH
Dayton Water Dept (City of) OH
Debiotech S.A.
Delco Remy International, Inc
Delkor Corporation
Delph Lockheed Automotive S.A.
Delphi Aftermarket France
Delphi Auto Brazil – E&C
Delphi Auto Systems Australia
Delphi Auto Systems Brazil – Harrison
Delphi Auto Systems India Private Limited
(DASPL)
Delphi Automotive Systems
Delphi Automotive Systems Espana (Logrono)
Delphi Automotive Systems Espana Cadiz
Delphi Automotive Systems France
Delphi Automotive Systems Italia Sri (Diavia)

Delphi Automotive Systems Lockheed UK (Aftermarket)	Ericsson AB
Delphi Automotive Systems Netherlands (Aftermarket)	Erie Cnty Dept Environ Serv OH
Delphi Automotive Systems Poland Sp. Z.o.o.	Exacto (Perfection Spring)
Delphi Automotive Systems Portugal (Ponte de Sor)	Fabrica De Aparatos De Air Acondicionado (FAACA)
Delphi Automotive Systems Spain	Falcon Asset Securitization Corporation
Delphi Automotive Systems Sungwoo	Famar
Delphi Delco Electronics Suzhou	Firma Carl Freudenberg KG
Delphi Delco Liverpool	Fitel USA Corp. (assigned by Lucent)
Delphi Diesel Systems England	Fitzgerald Wtr Lgt&Bond Com GA
Delphi Diesel Systems Ltd England	Flint (City of) MI
Delphi Diesel Systems Spain	Flip Chip Technologies
Delphi Diesel Systems Turkey	Four Seasons License (Division of Standard Motor)
Delphi Diesel Systems UK	Fraenkische USA, LP
Delphi Diesel Systems, S. L. Spain	Gasbarre Products
Delphi Harrison Calsonic (France)	Gatewat Industries
Delphi Lockheed Automotiove France (Aftermarket)	General Bearings Corporation
Delphi Packard Balcheng, Limited	General Motors Investment Management Corporation
Delphi Packard Electric Co Ltd (Shanghai)	Georgia Power Company
Delphi Packard Electric Malaysia Sdn Bhd	Giannulli, Thomas
Delphi Packard Espana	Girlock
Delphi Saginaw Lingyun Brilliance and Palio	GM do Brasil
Delphi Saginaw Lingyun Jinbel	GM France
Delphi Sistemas de Energia (Portugal)	GM License Exchange
Delphi TVS Diesel Systems Ltd India (Lucas)	Gotham Funding Corporation
Delphi-TVS Diesel Systems Ltd (India)	Green Shield Canada
Delta Dental	Health Plus Options Inc
Delta Guc	Health Solutions Inc
Deltek	Hendrick Motorsports
Design Solutions	Henry County REMC IN
Directed Electronics (formerly Clifford)	Heritage Interactive Services USA
DOC/NIST	HESCO Houston Energy Svcs Co
DOD	Hewitt Associates LLC
DOD TACOM	HTC
DOE	Hubei Auto Motor Factory
DOE/NETL	Hubei Delphi Automotive Generator
Dolby Digital	Hyundai Motor Company
DOT NHTSA	I.U.P.U.I.
DPL Energy Resources, Inc. dba DPL Energy	IBM Corporation
DSSCSC China	Ideal Technology Solutions U.S. Inc
DSSI	Indiana-American Water Comp
DTE Energy MI	Indiana-Michigan Power Comp IN
DuraSwitch	Indianapolis Power & Light Co
East Penn Manufacturing Company	Industrial Energy Users – Ohio
EBD Ventures (Savage Enterprise)	Inovise Medical, Inc.
El Paso Electric Co TX	Integrated Therapeutics Group, Inc.
Electricore Aerovironment	Intel Corporation
Electromotive	Intellectual Property Mining (IPM)
Embedded Technology	Intercall
Empress Ca-Le de Tiaxcala	JLT Services Corporation
Emtech	John Ross & Associates
Entergy (MS Power & Light) USA	Johns Hopkins University
EQ-Heritage USA	JSP Affiliates
	JSP America, Inc.

JSP International Ltd.
JSP International s.a.r.l.
JSP Trading, Inc.
Jupiter Securitization Corporation
Kaiser Aluminum and Chemical
Kale Oto Radyator
KDAC (magna steer)
KDAC (Sublicense) Shye Shyang Mechanical
Industrial
Kitco Fiber Optics
Kokomo Gas & Fuel Company IN
Kokomo Wastewater (City of) IN
KPL (Western Resources) KS
Kuo Yih Hsing Enterprise Co. Ltd (KYHE)
Kyungshin Industrial Company Ltd and Bolim
Lear Corporation
Level 9
Limestone County Commission AL
Limestone County Wtr & Swr AL
LiveDevices Inc
Lockheed Martin Energy Systems (Oak Ridge
Lab)
Lockport (City of) NY
Lockport Energy Associates NY
Logikos
Lord Corporation
Lord Corporation Supply and Development
Agreement
Lucent Technologies Inc.
Magic Valley Electric Coop USA
Magnavox Government and Industrial Electronics
Company
Magnetoelastic Devices
Manzai
Matsushita Electric Corporation of America
Matsushita Electrical Industrial Company
MCI Worldcom Communications, Inc.
Medco Health Solutions Inc
Medstat Group, Inc.
Metlife
Metlife (Dental)
Metropolitan Life Insurance Company
Middle East Battery Company
Mikuni
Miller Engineering Services, Incorporated
Mississippi Power Company
MMT SA
Moldflow Corporation
Monroe County Water Authority NY
Montgomery City San Eng Dept OH
Motores y Aparatos Electricos de Durango S.A.
de C.V.
Moving Magnet Technologies SA (MMT)
MPEG LA
M-Plan
MRI

NASA
National Foot Care Program, Inc
Navigation Technologies
NCC Liteflex Donation (National Composite
Center)
NCMS Kinetic Spray
NCMS LAV
NCQA (National Committee for Quality
Assurance)
New Brunswick (City of) NJ
New York Power Authority
New York State Elec & Gas NY
Nextel
Nextel West Corp.
Niagara Mohawk NY
Nokia Corporation
North Alabama Gas District AL
North American Philips Corporation
NY State Elec & Gas
Oak Creek (City of) WI
Ohio Edison Company
Oil Chem Inc USA
Olathe (City of) KS
OneOK Energy Marketing OK
Orbital Fluid Technologies
Peng Tan Settlement
Pepco Energy Services, Inc. (PES)
Portage Cnty Wir Resources OH
Premacare
PSE&G NJ
Purdue University
R&D Enterprises
Raufoss ASA
Raytheon Company
Remy International, Inc.
Rineco Chemical Industries USA
Rochester (City of) NY USA
Rochester Gas & Electric NY
Saginaw (City of) Wir & Swr MI
Saginaw Deutschland
Saginaw Norinco Lingyun Drive Shaft
Saginaw Zhejiang Xiao Shan Steering
Samlip Industrial Company
Sanden Corporation
Sanden International
Satyam
SBC Ameritech
SBC Global Services, Inc.
Scantron
Scroll Laboratories, Inc.
SDACC
Shanghai Automotive Brake Systems
Shanghai Automotive Brakes Corp.
Shanghai Delco International Battery Company
Ltd
Shanghai Delphi Auto Air Conditioning Systems

Shanghai Delphi Automotive Door Latch
Shanghai Ek-Chor General Machinery
Shanghai Hezhong Automobile Company (Export
& Import)
Shanghai Huizhong Automotive Mfg. Co.
Shanghai Saginaw Dongfeng Steering Gear
SHPPS/Health International, Inc.
SkyTel
Societe Francaise Des Ammortisseurs
(DeCarbon)
Sonceboz SA
Southern California Edison
Sprint
Sprint Spectrum, L.P.
Sprint United
SRI International
Stant Manufacturing (Gates)
State of Indiana
State Street Bank and Trust Company
Steward Inc.
Tai Yue
Takata
TCS
Techcentral LLC
TechSolve
Teknit
Tennessee Valley Authority
Test Products, Inc.
TGI Direct
The Bank of Tokyo-Mitsubishi, Ltd., New York
Branch
The Regents of the University of Michigan
The Whitaker Corporation
TI Group
Time Warner
Tom Giannulli Inc., dba Caretools, Inc.
Tom Kelley
Toshiba Corporation
Toyota Motor Company
Toyota Motor Corporation
Trilogy Plastics
Tripac International
Troy (City of) MI
Tulsa Utils Svc (City of) OK
TXU Energy Retail Company LP
TXU Energy TX
UBE Industries (America), Inc.
UBE Industries, Ltd.
UBE Machinery Sales
UGC
Unisia Jecs Corporation
United Health Care Insurance Company
USAF/AFRL
Valence Technology Cayman Islands Inc.
Valence Technology Inc.
Value Options, Inc. (Value Behavioral Health)

Vandalia (City of) OH
VDO Control Systems
VDO North America
Verizon
Verizon Wireless
Verizon Wireless
Verizon Wireless Messaging
Warren (City of) Util Svcs OH
Warren City of Pollution Control
Wayne State University
Whitaker (from Specialty Electronics)
Wisconsin Electric Power Co WI
Wyoming (City of) MI
XM Satellite Radio, Inc.
Yubei Machine Factory
Zenith Fuel Systems
Zhejiang Delphi Asia Pacific Brake (Yatal)
Zoe Medical, Inc.

(N) SECURED FINANCIAL CREDITORS

See (C) above.

**(O) LIENHOLDERS AND OTHER
SIGNIFICANT LENDERS**

Air Liquide Industrial US LP
American Equipment Leasing, a division of EAB
Leasing Corp.
Ameritech Credit Corporation
Applied Industrial Technologies, Inc.
Applied Industrial Technologies-ABC, Inc.
Applied Industrial Technologies-DBB, Inc.
Applied Industrial Technologies-Dixie, Inc.
Applied-Michigan, Ltd.
Assembleon America Inc.
Associates Leasing, Inc.
AW Miller Technical Sales, Inc.
Bank of Lincolnwood
Bank One Michigan
Bank One, NA
Bell Microproducts, Inc.
Canon Financial Services Inc.
Cardinal Machine Company
Cashcode Company, Inc.
Centura Bank
Charmilles Technologies
CIT Communications Finance Corporation
CIT Systems Leasing
CIT Technologies Corporation
Citicorp Vendor Finance, Inc.
Commercial Tool & Die, Inc.
Compaq Financial Services Corporation
Computer Sales International, Inc.
Credit Lyonnais, S.A., Cayman Islands Branch
Crown Credit Company

Cupertino National Bank c/o Greater Bay Capital
Daewoo Heavy Industries America Corporation
Dell Financial Services LP
Delphi Automotive Systems Corporation
DRE Depositor Corp.
Fifth Third Bank (Western Michigan)
First Bank of Highland Park
First Bank of Highland Trust
GE Polymerland, Inc.
General Electric Capital Asset Funding
Hitachi Credit America Corp.
Hubbard Supply Company
Husky Injection Molding Systems, Inc.
Icon SPK 2023-A LLC
ICX Corporation
In re: Bobby's Kitchen
Information Leasing Corp.
IOS Capital, LLC
Juki Automation Systems, Inc.
Kensington Capital Corporation
Kyocera Mita America, Inc.
LaSalle Bank National Association
LaSalle National Leasing Corporation
Lease Plan USA, Inc.
Leasenet Group, Inc.
Magid Glove & Safety Mfg. Co. LLC
Makino Inc.
Metlife Capital LP
Miami Industrial Trucks Inc.
Michele D'Andrea
Milacron Marketing Company
Minolta Business Solutions, Inc.
Minolta Business Systems, Inc.
Mori Seiki USA Inc.
Motion Industries Inc.
Motorola Credit Corporation
Motorola, Inc.
Murata Wiedemann Inc.
Northern Michigan Tool Company
OCE Financial Services, Inc.
OCE North America, Inc.
OCE-USA Inc.
Okuma America America Corporation
Omega Tool Corporation
Pacific Rim Capital, Inc.
Pullman Bank & Trust Company
Rave Financial Services Inc.
Relational Funding Corporation
Renaissance Capital Alliance, LLC
Rutherford Cooke et al.
Sentry Financial Corporation
Sentry Financial, Inc.
Shaltz Fluid Power
Southern Pacific Bancapital
TCF Leasing, Inc.
Tennant Financial Services

The Huntington National Bank
The Peltz Group, Inc.
Toshiba American Information Systems Inc.
Toyota Motor Credit Corporation
UMB Bank Colorado, N.A.
Van Dorn Demag Corporation
Varilease Corporation
Wells Fargo Bank Northwest, Trustee
Windsor Mold Inc.
Xel Communications, Inc.

(P) MAJOR CUSTOMERS

Adam Opel AG
Aftermarket
AGco Parts Div-D7e50 Caterpillar
AGco-Jackson Operation
ArvinMeritor
AZ Automotive
Benteler
Best Buy Co. Inc.
BMW
BMW Group
Bosch
Cannon Group Ltd
Caterpillar
Caterpillar-Joliet
Circuit City Stores Inc
Collins & Aikman
Cummins
Daihatsu
DBM Tech.
Delphi – Allied Sales
DK Packaging
Espackdis SA
Fiat Automotives SA
Fiat Group
Ford Group
Fuji Heavy Industries
General Motors de Mexico S de RI
General Motors de Mexico S Derlspom
General Motors do Brasil Ltda
General Motors Powertrain
General Motors S Africa (Pty) Ltd
GM de Argentina S A
GM Espana SA
GM Holden Ltd
GM Powertrain
GM SPO
GMIO
GMNAO
Harley Davidson
HMH Group
Honda
Isuzu Group
Isuzu Motors Europe Ltd

Isuzu Motors Polska Sp Zo O
Johnson Controls
Kautex
Koltec BV
Magna Intier
Mercedes-Benz U.S. International, Inc.
Mitsubishi
Modatek
Napa Dist Center
Navistar International
New Wave Enterprises (Belgium) NV
Nissan
Paccar
Perkins Engines Company Ltd
Power & Signal Group
Promotora
PSA Group
Renault
Rover
Saab Automobile AB
Saab Automobile Parts
Standard Motor Products Inc
Suzuki Group
Toyota
Vauxhall Motors Ltd
Visteon
Volkswagen AG
Volvo Truck
VW Group
Wal-Mart Stores CE
XM Emall LLC
Yorozu

(Q) MAJOR SUPPLIERS

A Agrati SPA
AASP – PA
AB SKF
Aceralia Tubos SL
Acome Societe Cooperative De Produc
Advanced Micro Devices
Affinia Group Holdings Inc
AFX
Agfa Corporation
Agfa-Gevaert N.V.
Agilent Tech. (M) Sdn Bhd
Aksys, Ltd.
Alcan Inc
Allevard Springs Ltd
Alpine Group Inc, The
Aluminum Co of America
Amak Brake LLC
American Discount Supply, Inc.
American President Lines Ltd
Amphenol Corp
Amtek Engineering Ltd

Analog Devices GmbH
Analog Devices Inc
Android Industries LLC
Aplicaciones de Metales Sinterizado
Applied Biosystems
ARC Automotive Inc
Arnold Transportation
Asahi Glass Co
ASEC Manufacturing Sales
Austria Microsystems AG
Autocam Corp
Autoliv ASP Inc
Automatizacion y Disenos
Automotive Traning Schools
B&A Enterprises
BAX Global
BBK Ltd
Benteler Automotive
Berger GmbH & Co Holding KG
Bing Metals Group Inc
Binter SA
Bitron Industrie SpA
Boco Pty Ltd
Bosch Automotive Systems Corp
Brazeway Inc
Brite Smile
Brite Smile Center
British Vita PLC
BTV Holding GmbH
Bus Electronik GmbH
Calsonic Corp
Cambrex Bio Science
Cami
Campbell Marshall E Co
Cardinal Health
Cardinal Health Canada 301, Inc
Carlisle Companies Inc
Carringworth Ltd
Carter Group Canada Inc
Caterpillar Engine Systems
Centra Inc
CF Gomma SPA
CIE Automotive SA
Clarion Corp Of America
Coinstar
Commissariat a l'Energie Atomique
Compagnie Industrielle de Delle
Contech
Continental Gummi-Werke AG
Corus LP
CTS Corp
Curiel Estrada Jorge
Cyro Industries
D&R Technology LLC
Daewoo Heavy Industry America
Dayco Products LLC

DBG Tool & Machine
Deloitte & Touche
Denso International America
DHL Danzas Air & Ocean
Direct Sourcing Solutions
DMC 2 Canada Corporation
Dove Equipment Co Inc
Dr Johannes Heidenhain-Stiftung GmbH
DTE Coal Services
Duluth Services
E I Dupont de Nemours & Co Inc
Eco-Bat America LLC
Egelhof SA
Ekm-Knobloch GmbH
Elgin Industries
Engelhard Corporation
Engineered Plastic Components Inc
Enricau Cesar Vuarchex Industries
Epcos AG
Essex Group Inc
Everest Biomedical Instruments
Federal Express Corporation
Federal Mogul Corp
Fedex Trade Networks
Feintool International Holding
Fernandez Racing LLC
Fibrax Ltd
Folketrygdfondet
ForHealth Technologies, Inc.
Fountain Construction Co
Freescale Semiconductor Inc
Fujitsu Ltd
Furukawa Electric Co Ltd
Futaba Corp
Gambari International
GE Medical Systems
General Electric Capital
Georg Fischer AG
Giovanni Agnelli EC SAPA
GKN PLC
GM – AC Delco
GM Daewoo Auto & Technology Co
Great Lakes Tape Corp
Green, Ernie Industries Inc
Groupe Rencast
Haemoscope Corporation
Handy & Harman
Hanwha Corp Poun Plt
Helicor, Inc.
Hella Kgaa Hueck & Co
Henkel KGAA
Hennessey Capital Solutions
Hewlett-Packard Co.-Roseville
Hewlett-Packard Company
Hewlett-Packard GmbH
Hewlett-Packard Singapore

Hewlett-Packard/San Jose
Hinojosa Ramos Jesus Alfredo
Hitachi Automotive
Hitachi Chemical Asia Pacific
Holden Ltd
H-P Asia Pacific Pte. Ltd.
HP Financial Services Cntr.
HP International SARL
HP Smartbuy
HPC Engineering PLC
HP-Colorado Springs
HP-FORT COLLINS
HP-San Diego HID
HSS LLC
Hub Group Associates Inc
Hubert Stueken GmbH
Hyo Seong Electric Co Ltd
IAPA
Ina-Schaeffler KG
Inogen
Inotherapeutics
Intec Group
Interamerican Trade Corp
Intermet Corporate
International Rectifier Corp
International Truck & Engine
Inzi Controls Co Ltd
ISI of Indiana Inc
Ispat International NV
ITW Shakeproof Automotive
ITW Tomco
JCI
Johann Albert Freund
John Deere
Johnson Matthey Plc
Jvs Eqtos P/Autom Indl Ltda
Kataman Metals Inc
Keller Group Inc
Key Safety Systems Inc
KLA Tencor Corp
Koa Speer Electronics Inc
Koninklijke Philips Electronics NV
Koyo Seiko Co Ltd
KPMG LLP
KS Centoco
L-3 Communications
Leaseway Transfer Pool
LeftHand Networks
Leoni AG
Lexington Connector Seals
Lexington Precision Corp
Littelfuse Inc
LS Cable Ltd
Lunal
M&Q Plastic Products Inc
Madison-Kipp Corp

Marian, Inc
Matco Tools
Meadwestvaco Corp
Mecaplast
Medical Simulation Corporation
Medrad
Medtronic Navigation
Melling Tool Company
Metal Blanc SA
Metaldyne Corporation
Methode Electronics Inc
Michael Baker, Inc.
Microchip Technology Inc
Microsoft Services
Minebea Co Ltd
Mitsubishi Electric
Motorola Automotive
MSX International Inc
Muhr und Bender KG
Multitronics Inc
Murata Manufacturing Co Ltd
Nabco Inc
National Auto Radiator
National Logistics
National Semiconductor
NEC Electronics Inc
Niles Co Ltd
Ningbo Huaxiang Electronic Co Ltd
Nissho Iwai American Corp
Niton Corporation
Noranda
Norandal USA INC
North American Operations
NuVasive, Inc.
Ogura Corp
OKI Semiconductor
Olin Corp
Omega Automation Inc
Omron Corp
Onex Corp
Ontario Holding International Bv
Ophthonix, Inc.
Pacific Group Ltd
Paid Prescriptions LLC
Pam Dedicated Inc
Panasonic Automotive
Parker Hannifin Corp
Particle Measuring Systems Inc
PBR Automotive USA LLC
PBR Columbia LLC
PEK Co Ltd
Philips Semiconductors
Pioneer Corp
Pixley Richards Holding Inc
PJAX
Plansee Holding AG

Plasco Inc
Plymouth Rubber Co Inc
Point 5 Technologies
Point Dedicated Services
Pollak Engineered Products
Precision Turbo & Engine Reb.
Pressac
Prettl de Mexico SA de CV
Progressive Moulded Products Ltd
Protrans International Inc
PT Infineon Technologies Batam
Republic Engineered Products Inc
Rescue Technology
Reviva
Robert Bosch Corporation
Robin Industries Inc
Rohm Co Ltd
RSR Corporation
Ryder Integrated Logistics
S.E. Power Systems Orlando
SA Dehuit
Samtech
Sansho Giken Co Ltd
SAS Comte
Schulte & Co Gmbh
Securitas Security
Selectron Corp
Senko America Corporation
Sensus Precision Die Casting Inc
Serigraph Inc
Setech Inc
Setforge
SGS Thomson
Shanghai Ming Fang Autoparts Co Ltd
Siemens Automotive Ltd
Sirva Relocation
Societe Industrielle de Sonceboz SA
Sony Ericsson Mobile
Spartech Corp
Spirent Plc
SPX Corp
Stelco GmbH Electronic Components
Stmicroelectronics Holding NV
Stoba Praezisionstechnik GmbH & Co
Storage Tek
Sumitomo Electric Industries Ltd
Sun Refining & Marketing
Sunrise Medical HHG, Inc.
Sunrise Medical Ltd
Synchron-Eifler Ipari Es Kereskedelm
Taigene Electric Machinery Co Ltd
Taiho Corporation Of Europe Kft
Tamsco, Inc. (US Gov't)
Tata America Intl Corp
Tawas Industries Inc
Technitrol Inc

Tecnologia Modificada SA de Caterpillar
 Teklas Kaucuk Sanayi Ve Ticaret AS
 Teknia Manufacturing Group SL
 The Swatch Group
 Thevenin (Fonderie)
 Tire Industry Foundation
 Tokico Ltd
 Tomkins PLC
 Torrington Co
 Total SA
 Toyo Clutch Co Inc
 Toyota Tsusho Corp
 TPG Advisors Inc
 Trelleborg AB
 Trianon Industries Corp
 TRW Automotive Holdings Corp
 Tyco Electronics Corp
 Tyco International Ltd
 UBS AG
 Umicore SA
 Unigraphics Solutions Inc
 US Steel Corporation
 USA Technologies, Inc.
 UVA Machine Company
 Valeo Climate Control USA
 Valeo SA
 Valley Trucking Co Inc
 Vallourec
 Vanguard Distributors Inc
 Verilink Corporation
 Viasystems Canada Inc
 Victory Packaging Inc
 Vishay Intertechnology
 Visteon Automotive Systems
 Volvo do Brazil Veiculos Ltda.
 Volvo Parts North America, Inc.
 Wanxiang Group Corp
 Waupaca Foundry Inc
 Wheeler Brothers Inc.
 WHX Corp
 Wiederholt GmbH Vincenz
 Wieland Werke AG
 Wilh Werhahn
 Wren Industries Inc
 Yazaki Corp
 Zeppelin-Stiftung

(R) LETTER OF CREDIT ISSUERS AND BENEFICIARIES

C.N.A.
 Federal Environmental Protection Agency
 Fraccionadora Industrial del Norte, S.A. de C.V.
 GMACCM Asset Management de Mexico
 Michigan Department of Environmental Quality
 New Jersey Environmental Protection Agency

Ohio Environmental Protection Agency
 Orange County Health Care Agency
 ProLogis-Juarez (2) Investment, LLC
 Reliance Insurance Company
 RLI Surety
 Safeco Insurance
 State of Alabama Dept of Industrial Relations
 State of Georgia, Workers' Compensation Board
 State of Kansas, Workers' Compensation Board
 State of New York, Workers' Compensation Board
 Toronto Dominion Bank

(S) STATE AND OTHER GOVERNMENTAL AUTHORITIES WITH AN INTEREST IN THE COMPANY

ADEM – Water Division – Compliance Unit of Ground Water Branch (Alabama)
 ADEQ Tanks Program Division – Inspection and Compliance Unit (Arizona)
 Air Resources Board (ARB) (California)
 Alabama Department of Environmental Management (ADEM)
 Arizona Department of Environmental Quality (ADEQ)
 California Environmental Protection Agency: (Cal EPA)
 Certified Unified Program Agencies (CUPA) (California)
 Colorado Department of Public Health and Environment (DPHE)
 Department of Toxic Substances Control (California)
 Georgia Department of Natural Resources
 IDEM – Office of Land Quality (Indiana)
 Illinois Environmental Protection Agency
 Indiana Department of Environmental Management (IDEM)
 Integrated Waste Management Board (CIWMB) (California)
 Internal Revenue Service
 Kansas Department of Health & Environment
 KDHE – Bureau of Environmental Remediation – Storage Tank Section (Kansas)
 Kentucky Environmental and Public Protection Cabinet
 Minnesota Pollution Control Agency
 Mississippi Department of Environmental Quality
 Missouri Department of Natural Resources
 New Jersey Department of Environmental Protection
 New York State Department of Environmental Conservation (NYSDEC)
 NYSDEC

Office of Environmental Health Hazard
Assessment (OEHHA) – Prop 65 (California)
Ohio Department of Commerce
OHSA
Oklahoma Corporate Commission
Oklahoma Department of Environmental Quality
Pennsylvania Department of Environmental
Protection
Pension Benefit Guaranty Corporation (PBGC)
Regional Air Pollution Control Agency (RAPCA)
(Ohio)
South Carolina Department of Health and
Environmental Control
State Department of Health Services, Office of
Drinking Water (California)
State Regional Water Quality Control Boards
(California)
State Water Resources Control Board (SWRCB)
(California)
Tennessee Department of Environmental &
Conservation
Texas Commission on Environmental Quality
U.S. Department of Transportation
U.S. Environmental Protection Agency
Wisconsin Department of Natural Resources

**(T) UNIONS REPRESENTING COMPANY
EMPLOYEES**

AFL-CIO Local 755
AW Local 286
EAST – Electronic and Space Technicians
EAST Local 1553
Electronic and Space Technicians Local 1553
IAM & AW – International Association of
Machinists and Aerospace Workers
IAM Local 78
IBEW – International Brotherhood of Electrical
Workers
IBEW Local 663
International Association of Machinists, AFL-
CIO Tool and Die Makers Lodge 78
International Brotherhood of Electrical Workers,
AFL-CIO Local 663
International Union of Operating Engineers Local
101-S
International Union of Operating Engineers Local
18-S
International Union of Operating Engineers,
Local No. 101
International Union, United Automobile,
Aerospace and Agricultural Implement
Workers of America (UAW)
IUE Local 1111
IUE Local 416
IUE Local 698

IUE Local 709
IUE Local 711
IUE Local 717
IUE Local 718
IUE Local 755
IUE Local 801
IUE, AFL-CIO Local 698
IUE, AFL-CIO Local 711
IUE, AFL-CIO Local 718 IUE
IUE-CWA – International Union of Electronic,
Electrical, Salaried, Machine & Furniture
Workers – Communications Workers of
America
IUE-CWA Local 1111
IUE-CWA Local 416
IUE-CWA Local 709
IUE-CWA, AFL-CIO Local 801
IUE-CWA, AFL-CIO, CLC Local 717
IUE-CWA, The Industrial Division of the
Communications Workers of America, AFL-
CIO, CLC
IUOE – International Union of Operating
Engineers
IUOE Local 832S
UAW – United Automobile, Aerospace and
Agricultural Implement Workers of America
UAW Amalgamated Local 292
UAW Amalgamated Local 686
UAW Local 1021
UAW Local 1097
UAW Local 167
UAW Local 1866
UAW Local 2031
UAW Local 2083
UAW Local 2151
UAW Local 2157
UAW Local 2188
UAW Local 2190
UAW Local 2195
UAW Local 286
UAW Local 292
UAW Local 438
UAW Local 467
UAW Local 651
UAW Local 662
UAW Local 686, Unit 19
UAW Local 696
UAW Local 699
UAW Local 913
UAW Local 969
UAW, International Union, United Automobile,
Aerospace and Agricultural Implement
Workers of America
United Steelworkers of America
United Steelworkers of America AFL-CIO/CLC,
Local Union 87

USW Local 87
USWA – United Steelworkers of America AFL-
CIO/CLC

**(X) OTHER MISCELLANEOUS INTERESTED
PARTIES**

Consumer Electronic Product Line
Vehicle Electronic Product Line

Members of Official Committee of
Unsecured Creditors

Electronic Data Systems Corp
General Electric Company
Flextronics International Asia-Pacific, Ltd
IUE-CWA
Capital Research and Management
Company
Wilmington Trust Company, as Indenture
Trustee
Freescale Semiconductor, Inc.

Counsel to individual members of Official
Committee of Unsecured Creditors

Curtis, Mallet-Prevost, Colt & Mosle LLP
Warner Stevens LLP
Kramer Levin Naftalis & Frankel LLP
Kennedy, Jennik & Murray, PC
Meyer, Suozzi, English & Klein, PC
Kirkpatrick & Lockhart Nicholson Graham
LLP
Phillips Nizer LLP
Lewis and Roca LLP

Professionals retained by Official
Committee of Unsecured Creditors

Latham & Watkins LLP
Mesirow Financial Consulting
Jefferies & Company, Inc

US Trustee for the Southern District of New
York and related staff

Elizabeth Austin
Mary Elizabeth Tom
Courtney Arso
Catletha Brooks
Maria Catapano
Danny A. Choy
Tracy Hope Davis
Elizabeth C. Dub
Hollie T. Elkins
Marilyn Felton

Myrna R. Fields
Nadkarni Joseph
Alicia M. Leonhard
Delores Lord
Pamela J. Lustrin
Anna M. Martinez
Brian S. Masumoto
Ercilia A. Mendoza
Darin L. Mobley
Mary V. Moroney
Richard C. Morrissey
Paul K. Schwartzberg
Sylvester Sharp
Hector Soto
Andy Velez-Rivera
Greg M. Zipes

United States Bankruptcy Judge in the
Delphi cases

Honorable Robert D. Drain

Law Clerks for the Honorable Robert D.
Drain

James M. Millerman
John Lucas

Courtroom Deputy for the Honorable Robert
D. Drain

Dorothy Li

LATHAM & WATKINS LLP

885 Third Avenue
New York, New York 10022-4802
Telephone: (212) 906-1200
Robert J. Rosenberg (RR-9585)
Mitchell A. Seider
Mark A. Broude (MB-1902)
Email: robert.rosenberg@lw.com
mitchell.seider@lw.com
mark.broude@lw.com

Attorneys for The Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF STEVEN HALL & PARTNERS AS COMPENSATION AND
EMPLOYMENT AGREEMENT ADVISOR FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter coming on to be heard on the Application (the “Application”)¹ for an Order Authorizing and Approving the Employment and Retention of Steven Hall & Partners, LLC (“Steven Hall”) as Compensation and Employment Agreement Advisor for the Official Committee of Unsecured Creditors (the “Committee”) pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), nunc pro tunc to November 7, 2005; the Court having reviewed the Application and the Affidavit of Pearl Meyer

¹ Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Application.

(the “Meyer Affidavit”) and having heard the statements of counsel in support of the relief requested therein at a hearing thereon (the “Hearing”); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) said firm does not hold or represent any interest materially adverse to the Debtors, any creditors of the Debtors, the United States Trustee for this District or any person employed in the United States Trustee’s office, or any other party in interest with respect to the matters upon which said firm is to be engaged, (d) said firm is a “disinterested person” and has no adverse interest in connection with these cases as contemplated by the Bankruptcy Code, and (e) such retention is in the best interests of the Committee; the Court finding that notice of the Application given by the Committee was sufficient under the circumstances; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Application, the Meyer Affidavit and at the Hearing on the Application establish just cause for the relief herein granted;

IT IS HEREBY ORDERED THAT:

1. The employment and retention of Steven Hall, as compensation and employment agreement advisor for the Committee shall be, and the same hereby is, approved pursuant to the terms set forth in the Application, effective as of November 7, 2005.
2. The compensation to be paid to Steven Hall for services rendered and reimbursement of expenses incurred on behalf of the Committee shall be fixed by the Court upon appropriate application therefor in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders or procedures fixed by this Court.
3. The indemnification provisions set forth in the Application are hereby approved, subject to the following:

a) All requests of Steven Hall for payment of indemnity claims pursuant to the Application shall be made by means of a fee application (interim or final as the case may be) and shall be subject to review by this Court to ensure that payment of such indemnity claims conforms with the terms of the Application and is reasonable based on the circumstances of the litigation or settlement in respect of which such indemnity is sought.

b) In no event shall Steven Hall or any of the Indemnified Parties be indemnified if a court determines by a final order that such claim for indemnification arose out of Steven Hall's or such Indemnified Party's own bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct.

c) In the event that Steven Hall seeks reimbursement for attorneys' fees from the Debtors pursuant to the Application, the invoices and supporting time records from such attorneys shall be included in Steven Hall's own applications (both interim and final), and such invoices and time records shall be subject to the Office of the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of this Court under the standards of sections 330 and 331 of the Bankruptcy Code without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

4. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
November ____, 2005

UNITED STATES BANKRUPTCY JUDGE